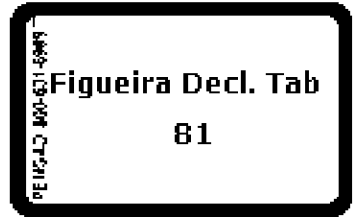


UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK



VIACOM INTERNATIONAL, INC., COMEDY )  
PARTNERS, COUNTRY MUSIC. )  
TELEVISION, INC., PARAMOUNT )  
PICTURES CORPORATION, and BLACK )  
ENTERTAINMENT TELEVISION, LLC, )

Plaintiffs, )

vs. )

NO. 07-CV-2203

YOUTUBE, INC., YOUTUBE, LLC, )  
and GOOGLE, INC., )

Defendants. )

THE FOOTBALL ASSOCIATION PREMIER )  
LEAGUE LIMITED, BOURNE CO., et al., )  
on behalf of themselves and all )  
others similarly situated, )

Plaintiffs, )

vs. )

NO. 07-CV-3582

YOUTUBE, INC., YOUTUBE, LLC, and )  
GOOGLE, INC., )

Defendants. )

HIGHLY CONFIDENTIAL

VIDEOTAPED DEPOSITION OF OMID KORDESTANI  
SAN FRANCISCO, CALIFORNIA

THURSDAY, FEBRUARY 12, 2009

BY: ANDREA M. IGNACIO HOWARD, CSR, RPR, CCRR, CLR  
JOB NO. 16382

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2 Q So if an advertiser wants to understand how  
3 to advertise on Google, this explains the process;  
4 isn't that right?

5 A Yes.

6 Q And there's -- in addition to AdWords, if you  
7 go to the last page of this document, there is  
8 something called "AdSense"; is that correct?

9 A Yes.

10 Q And how does AdSense differ from AdWords?

11 A AdSense is the program that website owners or  
12 publishers who want to have Google advertisers appear  
13 on their website use, so they earn money by using our  
14 system to have our ads appear on their site.

15 Q And does Google earn revenue from  
16 contextualized -- contextualized ads on third-party  
17 sites?

18 MR. MANCINI: Objection to form.

19 THE WITNESS: Yes.

20 MS. KOHLMANN: Okay.

21 Q And how -- how exactly does AdSense work?  
22 Can you describe the process to me?

23 A It's basically a website identifies an area  
24 on their website where they like to have ads appear,  
25 and ads are either targeted based on keywords, if they

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2 have a search page, or if they have content on their  
3 page, we have a system that identifies relevant ads to  
4 the content on that page.

5 Q So, for example, if you go to the last page  
6 of this Exhibit 2 that I've put in front of you, in  
7 the middle of page it says, "AdSense for content  
8 automatically crawls the content of your pages and  
9 delivers text and image ads that are relevant to your  
10 audience and your site content."

11 A Yes.

12 Q Is that what you were describing, it crawls  
13 the content?

14 A Yes.

15 Q And what are the factors that go into an  
16 AdSense for content determination about which ads to  
17 display on a particular site?

18 MR. MANCINI: Objection to form.

19 THE WITNESS: What -- what do you mean by  
20 that? What is the question?

21 MS. KOHLMANN: Q. So how -- what -- if I  
22 understood your testimony, and I understand the last  
23 page of Exhibit 2, there is a crawl of the content  
24 which then generates an ad; correct?

25 A Is it --

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2 MS. KOHLMANN: Q. But -- and -- and there is  
3 a revenue split between Google, as a result of  
4 AdSense, and the advertiser; is that correct?

5 A Yes.

6 Q And is there a traditional revenue split?

7 MR. MANCINI: Objection to form.

8 THE WITNESS: Majority of the revenue goes to  
9 our publishers.

10 MS. KOHLMANN: Q. Is there a percentage  
11 that's typical in your deals?

12 MR. MANCINI: Objection to form.

13 THE WITNESS: Percentages depend on the -- on  
14 the size of the customer, typically, and how they work  
15 with us.

16 MS. KOHLMANN: Q. And that's AdSense for  
17 content. There's also something called "AdSense for  
18 search." How does that work?

19 A It's similar to searches on Google. So if a  
20 site has a web search where a user is searching on a  
21 different, let's say, Ask.com, then ads are triggered  
22 based on search terms.

23 Q And is -- is there, again, a revenue split  
24 between Google and the advertiser if one uses AdSense  
25 for search?